

# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W.R. GRACE & CO., et al.<sup>1</sup> )  
 ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )  
Debtors ) Objection Deadline: January 5, 2004 at 4:00 p.m.  
 ) Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL LITIGATION COUNSEL TO W.R. GRACE & CO., ET AL., FOR  
THE MONTHLY INTERIM PERIOD OF OCTOBER 1, 2003, THROUGH OCTOBER 31, 2003,  
FOR THE QUARTERLY FEE PERIOD OF OCTOBER- DECEMBER 2003**

Name of Applicant: Woodcock Washburn LLP  
Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors  
and Debtors-in-Possession  
Date of Retention: Retention Order entered January  
22, 2003  
Period for which compensation and  
reimbursement is sought October 1, 2003, through October  
30, 2003  
Amount of Compensation sought as actual,  
reasonable and necessary: \$ 26,622.50  
Amount of Expense Reimbursement sought as  
actual, reasonable and necessary: \$ 7,347.17

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circa Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of October 2003. This is the tenth application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock and the first application for services in the quarter October - December 2003. The following applications have been filed previously with the Court:

Date Filed	Period Covered	Requested Fees	Requested Disbursements
June 9, 2003	1/1 - 1/31/03	\$11,423.35	\$184.10
June 9, 2003	2/1 - 2/28/03	29,216.00	684.22
June 9, 2003	3/1 - 3/31/03	14,351.00	647.43
June 3, 2003	4/1 - 4/30/03	14,268.50	244.41
July 11, 2003	5/1 - 5/31/03	20,293.50	703.19
August 1, 2003	6/1 - 6/30/03	24,087.00	2,822.23
October 18, 2003	7/1 - 7/31/03	14,157.50	1,834.84
October 17, 2003	8/1/ - 8/31/03	5,120.00	2,346.40
November 6, 2003	9/1 - 9/30/03	18,536.00	2,143.81
<b>TOTAL</b>		<b>\$132,916.85</b>	<b>\$9,466.82</b>

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc.*, civil action 03-CV-4886 (RHK/AJB), pending in the United States District Court for the District of Minnesota. Except for the fees specifically identified as "Fee Applications, Applicant," totaling \$ 870.00, and "Travel," a total of 6 hours billed at half time (3 hours), totaling \$465.00, all fees for which application is made were in the category "Litigation and Litigation Consulting" in the Intercat case.

The attorneys of Applicant who rendered professional services during this Fee Period are:

Name of Professional Person	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$435.00	9.7	\$4,219.50
David R. Bailey	Partner	1990	IP Litigation	\$360.00	23.0	\$8,280.00
Frank T. Carroll	Associate	1998	IP Litigation	\$250.00	3.3	\$825.00
Karen Whitney	Associate	2001	IP Litigation	\$190.00	42.2	\$8,018.00
Larry Labella	Paralegal	-	IP Litigation	\$120.00	44.0	\$5,280.00

Total Fees: \$26,622.50  
Blended Rate: \$217.86

With respect to disbursements for which compensation is requested, computer-assisted legal research and computer docket tracking are billed at no higher than actual cost, out-going fax charges are billed at no higher than \$1/page (with no charge for incoming faxes), charges for outside copy services are billed at actual cost, and charges for standard copying are billed at no more than \$0.15/page.

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$26,622.50 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$21,298.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$7,747.17); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted

Dated: December 15, 2003

Gary H. Levin  
David R. Bailey  
Woodcock Washburn LLP  
One Liberty Place – 46<sup>th</sup> Floor  
Philadelphia, PA 19103  
(215) 568-3100  
levin@woodcock.com

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W.R. GRACE & CO., *et al.*<sup>2</sup> ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )  
Debtors ) Objection Deadline: January 5, 2004 at 4:00 p.m.  
 ) Hearing Date: TBD only if necessary

**FEES DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION  
FOR THE PERIOD OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003**

---

<sup>2</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., OPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

*Intercat v. Nol-Tec*  
**Civil Action No.: 0:03CV4886**  
**United States District Court**  
**District of Minnesota**

10/01/03	KMW	Analysis of Plaintiffs' Second Set of Requests for Production of Documents and Things to Defendant WRG.	0.70
10/02/03	KMW	Analysis of Plaintiff's Second Request for Documents; prepare strategy for identifying and collecting documents responsive to the document request, review of on site files, and begin objections and responses.	6.00
10/03/03	GHL	Review of Scheduling order as received from court, and telephone conference with Mr. Maggio to discuss same	0.30
10/03/03	KMW	Continued analysis of Plaintiff's Second Request for Documents.	0.80
10/05/03	KMW	Continued analysis of document requests, draft objections to same.	1.00
10/06/03	KMW	Analysis and response to Second set of Document Requests;	2.70
10/06/03	DRB	Preparation for response to Intercat's discovery requests	0.60
10/07/03	GHL	Fee Application, Applicant – preparation of fee application for August 2003	1.00
10/08/03	GHL	Review of Nol-Tec's interrogatories and document requests to Intercat; consideration of further discovery requests to be served in view of same ;	0.40
10/08/03	KMW	Continued preparation of responses to document requests.	0.50
10/09/03	DRB	Preparation of response to Intercat's discovery requests	0.60
10/09/03	KMW	Continued analysis of document requests and preparation of response thereto.	2.00
10/10/03	DRB	Preparation of responses to Intercat's outstanding discovery requests	2.30
10/10/03	KMW	Continued preparation of response to document requests.	1.50
10/13/03	DRB	Analysis of Intercat's document requests	0.40
10/13/03	GHL	Analysis of infringement issues in view of information on refinery operation;	0.60
10/13/03	KMW	Continued preparation of response to second set of document requests.	2.50
10/14/03	LL	Prepared for trip to W.R. Grace facility to gather documents; attended team meeting for review	3.50
10/14/03	DRB	Preparation of responses to document requests	0.40

10/14/03	KMW	Continued preparation of responses to second set of document requests; preparation for visit to Grace for document collection.	4.00
10/15/03	GHL	Analysis of information from Nol-Tec related to accused loaders and development of non-infringement defense in view of same;	0.60
10/15/03	KMW	Travel to/from Grace's Columbia, Md facility. (3 hours, billed half-time)	1.50
10/15/03	LL	Travel to/from Grace's Columbia, Md facility. (3 hours, billed half-time)	1.50
10/15/03	KMW	Inspection of documents at Grace facilities in Columbia, MD for production in response to Intercat document requests; interview of Grace representatives regarding documents.	7.00
10/15/03	LL	Inspection of documents at Grace facilities in Columbia, MD for production in response to Intercat document requests; interview of Grace representatives regarding documents.	7.00
10/16/03	LL	Attended to and assisted in review of documents from Grace files for production; set up files	5.00
10/16/03	KMW	Summarizing document collection from 10/15/03; continued response to second set of document requests.	1.50
10/16/03	KMW	Begin review of Intercat's document production.	2.50
10/16/03	GHL	Analysis of information from Nol-Tec related to accused loaders and development of non-infringement defense in view of same;	0.80
10/20/03	GHL	Telephone conference with Mr. Maggio regarding prior art to Intercat patent	0.20
10/20/03	GHL	Review of Intercat's subpoenas and deposition notices to refineries, and consideration of strategy for defense of same;	0.30
10/20/03	GHL	Preparation of responses to Intercat's First Set of Interrogatories to Grace	0.50
10/20/03	GHL	Review of documents to be produced to Intercat in response to Rule 34 Requests	0.40
10/20/03	DRB	Analysis of Intercat's nine subpoenas to various refineries and advice to Grace counsel Robert Maggio regarding the subpoena	1.30
10/20/03	DRB	Preparation of responses to Intercat's Interrogatory Request	1.00
10/21/03	KMW	Continued drafting responses to second set of document requests;	2.00
10/21/03	DRB	Preparation of response and objections to document requests	1.00
10/21/03	FTC	Review of prior art to Intercat patent in suit.	3.30

10/21/03	DRB	Analysis of Intercat's third party subpoenas with Grace's counsel and third parties	1.30
10/21/03	LL	Assisted in the review of new documents for production; file preparation	5.00
10/22/03	KMW	Finalize responses to second set of document requests; conference w/DRB regarding the same.	1.10
10/22/03	DRB	Preparation of responses to document requests	1.00
10/23/03	GHL	Review of Intercat's responses to Grace's Second Rule 34 Requests	0.50
10/23/03	LL	Assisted in the review of new documents for production; file preparation	4.00
10/23/03	DRB	Preparation of Grace's response to Intercat's interrogatory requests	1.70
10/23/03	DRB	Analysis and advice regarding Intercat's subpoenas to refineries - communication with Al Jordan at Grace and Nol Tec's counsel	0.80
10/23/03	KMW	Preparation and coordination of document production to Intercat.	0.50
10/24/03	GHL	Fee Application, Applicant – preparation of fee application for September 2003.	1.00
10/24/03	DRB	Preparation of interrogatory responses and communication with Al Jordan regarding same	1.30
10/25/03	DRB	Preparation of interrogatory responses to Intercat's First Set of Interrogatories	4.40
10/27/03	KMW	Analysis of Intercat's response to Grace's second set of Rule 34 requests.	0.80
10/27/03	LL	Assisted in the review of new documents for production; file preparation	6.00
10/27/03	DRB	Preparation of responses to Intercat's interrogatories	0.90
10/28/03	LL	Assisted in the review of new documents for production; file preparation; performed searches	4.00
10/28/03	DRB	Preparation of responses to contention interrogatories	1.00
10/28/03	GHL	Preparation of responses to Intercat's First Interrogatories	0.30
10/28/03	KMW	Analysis of deficiencies in Intercat's responses to second set of Rule 34 requests.	0.80
10/28/03	KMW	Preparations for document review of Grace's documents for production.	0.80
10/29/03	GHL	Preparation of responses to Intercat's First Interrogatories to Grace;	1.50
10/29/03	GHL	Review of Grace's responses to Intercat's 2nd Rule 34 requests.	0.50

10/29/03	LL	Assisted in the review of new documents for production; file preparation; performed searches	4.00
10/30/03	GHL	Further work on responses to Intercat's interrogatories; review of Intercat's responses to Grace's 2nd Rule 34 Requests;	0.60
10/30/03	DRB	Preparation and service of Grace's response to Intercat's contention interrogatories and analysis of Intercat's response	1.40
10/30/03	KMW	Preparation of responses to Intercat's Third Set of Document Requests.	1.00
10/30/03	KMW	Analysis of deficiencies in Intercat's response to second set of Grace's Rule 34 Requests.	1.00
10/30/03	DRB	Analysis of Murphy Oil refinery use of accused loader with Al Jordan at Grace	1.00
10/31/03	DRB	Preparation of responses to Intercat's discovery requests	0.60
10/31/03	GHL	Review of Intercat's responses to Grace's First Interrogatories	0.20
10/31/03	LL	Assisted in the review of new documents for production; file preparation; performed searches	4.00

SERVICES	\$	26,662.50
----------	----	-----------

GHL	GARY H. LEVIN	9.70	hours at \$	435.00
DRB	DAVID R. BAILEY	23.00	hours at \$	360.00
FTC	FRANK T. CARROLL	3.30	hours at \$	250.00
KMW	KAREN MILLANE WHITNEY	42.20	hours at \$	190.00
LL	LARRY LABELLA	44.40	hours at \$	120.00

#### DISBURSEMENTS:

LOCAL COUNSEL FEES		1,543.50
FACSIMILE		60.82
POSTAGE & DELIVERY		196.00
PHOTOCOPYING		5,657.60
COMPUTER DOCKET SEARCH		54.00
COMPUTER RESEARCH		105.00
TRAVEL & EXPENSES (See attached detail)		130.25
 DISBURSEMENT TOTAL		<hr/> \$ 7,747.17
 SERVICE TOTAL		\$ 26,662.50
 INVOICE TOTAL		<hr/> \$ 34,409.67

Travel and Expense: Karen M. Whitney

---

10/15/03

**Transportation:** Purpose of trip:

Mileage – Travel to Columbia, Maryland (\$0.325/mile)	\$ 118.95
<b>Tolls:</b>	\$ 11.30

**TOTAL EXPENSE:** \$ 130.25